

Amplia Therapeutics Limited

Notice of Extraordinary General Meeting and Explanatory Statement

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an extraordinary general meeting (**EGM or Meeting**) of Amplia Therapeutics Limited (the **Company**) will be held at Becketts Lawyers, Level 34, 120 Collins Street, Melbourne VIC 3000 Australia at **2.00pm AEDT on Thursday 19 December 2024**.

The Meeting will be a physical meeting and not a hybrid or virtual meeting. Accordingly, no online participation in the Meeting will be possible.

ITEMS OF BUSINESS

1. Ratification of prior issue of Placement Shares under the Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the issue of 67,723,015 Placement Shares to various sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

2. Approval of proposed issue of Attaching Options under the Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the proposed issue of 50,792,262 Attaching Options to various sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

3. Approval of proposed issue of the Lead Manager Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the issue of 5,250,000 Lead Manager Options to the Joint Lead Managers, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

4. Approval of proposed issue of the Sub-Underwriter Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the proposed issue of 5,433,750 Sub-Underwriter Options to the Sub-Underwriters, details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

5. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Warwick Tong, Non-Executive Chairman

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That the issue of 695,652 Director Placement Shares and 521,739 Attaching Options to Dr Warwick Tong (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes."

Note: A voting exclusion applies to this Resolution.

6. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Christopher Burns, Managing Director and Chief Executive Officer

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the issue of 347,826 Director Placement Shares and 260,869 Attaching Options to Dr Christopher Burns (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

7. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Robert Peach, Non-Executive Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the issue of 1,086,957 Director Placement Shares and 815,218 Attaching Options to Dr Robert Peach (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

8. Approval of proposed issue of Director Placement Shares and Attaching Options to Ms Jane Bell, Non-Executive Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the issue of 695,652 Director Placement Shares and 521,739 Attaching Options to Ms Jane Bell (or her nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Each Resolution will be determined by a poll.

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of a resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following resolutions by or on behalf of:

Resolution	The named person or class of persons excluded from voting
1. Ratification of prior issue of Placement Shares under the Placement	Any person who participated in the Placement.
2. Approval of proposed issue of Placement Options under the Placement	Any person who participated in the Placement, or who will obtain a material benefit as a result of the proposed issue of New Shares under the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company).
3. Approval of proposed issue of the Lead Manager Options	The Joint Lead Managers and their nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
4. Approval of proposed issue of the Sub-Underwriter Options	The Sub-Underwriters and their nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
5. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Warwick Tong	Dr Warwick Tong (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
6. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Chris Burns	Dr Christopher Burns (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
7. Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Robert Peach	Dr Robert Peach (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).
8. Approval of proposed issue of Director Placement Shares and Attaching Options to Ms Jane Bell	Ms Jane Bell (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company).

Dated at Sydney, on the 15th day of November 2024.

By order of the Board
Andrew J. Cooke
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the *Corporations Act 2001* (Cth), the Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm on Tuesday 17 December 2024.

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. “the Chair of the Meeting”.
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that Shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary. The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours before the time for the holding of the Meeting:
 - (i) **Lodge your vote Online** : www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
 - (ii) by **facsimile** : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia) ; or
 - (ii) by **mail** :
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia ;
or
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder’s vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

1. RESOLUTION 1: Ratification of prior issue of Placement Shares under the Placement

1.1 The Capital Raise and overview of Resolutions

On 30 October 2024, the Company announced a capital raise of up to \$13.0 million (the **Capital Raise**) to support completion of the Phase 2a ACCENT trial in pancreatic cancer with the Company's lead compound narmafotinib and undertaking of a trial in the US in combination with FOLFIRINOX. The Capital Raise comprises:

- a 1 for 6.45 pro-rata accelerated non-renounceable entitlement offer to eligible Amplia shareholders to raise up to approximately A\$4.9 million (**Entitlement Offer**);
- an institutional placement (**Placement**) which raised approximately A\$7.8 million utilising Amplia's existing placement capacity under Listing Rules 7.1 and 7.1A;
- a placement to each of the Amplia Directors (**Director Placement**) to raise an aggregate amount of \$325,000, subject to Shareholder approval for the purposes of Listing Rule 10.11; and
- three (3) free attaching options for every four (4) new shares issued pursuant to the Entitlement Offer, Placement and Director Placement (subject to shareholder approval in respect of the Placement and Director Placement) (**Attaching Options**). The Attaching Options will have an exercise price of \$0.1725 and will expire on 31 October 2027 and Amplia will apply for quotation of the Attaching Options on ASX.

Up to approximately 113.2 million new fully paid ordinary shares in Amplia (**New Shares**) have or will be issued under the Capital Raise, representing approximately 41.2% of Amplia's shares on issue at the time that the Capital Raise was announced.

New Shares issued under the Capital Raise are priced at \$0.115 each (**Offer Price**).

On 1 November 2024, the Company announced that the successful completion of the Placement, Director Placement and the institutional component of the Entitlement Offer (together, the **Institutional Offer**). The Institutional Offer raised gross proceeds of ~A\$9.9 million at the Offer Price of A\$0.115 per New Share, consisting of approximately A\$7.8 million under the Placement, ~\$0.3 million under the Director Placement and approximately A\$1.8 million under the institutional component of the Entitlement Offer. In addition the Company announced that it had entered into an Underwriting Agreement with Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480) (**Bell Potter**) and Taylor Collison Limited (ACN 008 172 450, AFSL 247083) (**Taylor Collison**) (together, the **Joint Lead Managers**) by which the retail component of the entitlement offer (**Retail Entitlement Offer**) would be fully underwritten with the support of commitments received from sub-underwriters (**Sub-Underwriters**).

The Company issued a replacement prospectus on 1 November 2024 (**Replacement Prospectus**) outlining the terms of the Capital Raise including details relating to the Retail Entitlement Offer, the underwriting and the proposed issue of 5,433,750 options (subject to shareholder approval) to the Sub-Underwriters (**Sub-Underwriter Options**) on the same terms as the Attaching Options.

Each Sub-Underwriter is being offered 1.75 Sub-Underwriter Options for every \$1.00 worth of sub-underwriting commitment in respect of the Retail Entitlement Offer.

The funds raised from the Capital Raise will be used by Amplia to support the completion of the ACCENT trial of the Company's lead compound, narmafotinib (the best-in-class Focal Adhesion Kinase (FAK) inhibitor) in pancreatic cancer, undertake a clinical trial in the US of narmafotinib in combination with FOLFIRINOX in pancreatic cancer (cleared IND from FDA for US-based trial) and general administrative and working capital.

It is proposed that a further 5,250,000 options (the **Lead Manager Options**) will be issued to the Joint Lead Managers as partial consideration for the conduct of the Capital Raise. The Lead Manager Options will have an exercise price of \$0.23 and will expire on the four year anniversary of their date of issue.

The Director Placement will raise a total of \$325,000 via the issue of 2,826,087 New Shares. In addition, a total of 2,119,565 Attaching Options are expected to be issued to the Directors.

The Director Placement is conditional on Shareholder approval. Resolutions 5, 6, 7 and 8 in this Notice of Meeting deal with Shareholder approval for each of the Directors participating in the Director Placement.

The issue of the Placement Options, the Lead Manager Options and the Sub-Underwriter Options are conditional on Shareholder approval, which is sought under Resolutions 2, 3 and 4 respectively.

The issue of Shares and Attaching Options under the Entitlement Offer fall within exceptions to Listing Rule 7.1 provided by Listing Rule 7.2 and so are not subject to Shareholder approval.

The issue of the Placement Shares took place without Shareholder approval under the Company's placement capacity under both ASX Listing Rules 7.1 and 7.1A. Shareholder approval of the issue of the Placement Shares is sought under Listing Rule 7.4 under Resolution 1.

Any funds raised from the exercise of the Attaching Options will be directed towards the Company's ongoing clinical trial program and future working capital requirements.

1.2 ASX Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent Annual General Meeting on 23 August 2024 (the **10% Placement Facility**).

The issue of the Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue. The issue of the Placement Shares did not breach Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made where the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of the issue.

1.3 Information provided in accordance with Listing Rule 7.5

For the purpose of Resolution 1, the following information is provided in relation to the issue of the Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Placement Shares issued under Listing Rule 7.1 in connection with the Placement was 40,321,309 Shares. The number of Placement Shares issued under Listing Rule 7.1A in connection with the Placement was 27,401,706 Shares. A total of 67,723,015 Placement Shares were issued under the Placement.
- (b) The price at which Placement Shares were issued under the Placement was the Offer Price of A\$0.115 per Share.
- (c) The Placement Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue (save that the Placement Shares are entitled to be issued with the free Attaching Options).
- (d) The allottees of the Placement Shares were sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Joint Lead Managers. No related party of the Company, member of the Company's key management personnel, adviser to the Company or any of their respective Associates participated in the Placement. The following substantial shareholders of the Company were issued Placement Shares representing 1% or more of the Company's issued capital in the Placement:
 - (i) Platinum Investment Management Limited was issued 12,152,231 Placement Shares under the Placement; and
 - (ii) Acorn Capital Limited was issued 6,733,154 Placement Shares under the Placement.
- (e) Placement Shares issued under the Placement were issued on 7 November 2024.
- (f) The proceeds from the Capital Raise (and so the Placement) will be used by Amplia to support the completion of the ACCENT trial of the Company's lead compound, narmafotinib (the best-in-class Focal Adhesion Kinase (FAK) inhibitor) in pancreatic cancer, undertake a clinical trial in the US of narmafotinib in combination with FOLFIRINOX in pancreatic cancer (cleared IND from FDA for US-based trial) and general administrative and working capital.
- (g) A voting exclusion statement in relation to Resolution 1 is included in the Notice.

1.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

RESOLUTION 2: Approval of proposed issue of Attaching Options under the Placement

2.1 Background to Resolution 2

The background to Resolution 2 is set out in Section 1.1 above.

Resolution 2 seeks Shareholder approval for the proposed issue of Attaching Options to Placement participants (**Placement Options**).

2.2 ASX Listing Rules 7.1, 7.1A and 7.4

See Section 1.2 above for a summary of the operation of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Placement Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the proposed issue of Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Placement Options.

If Resolution 2 is not passed, the proposed issue of Placement Options will not proceed and the participants in the Placement will not receive the Placement Options.

2.3 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 2, the following information is provided in relation to the proposed issue of Placement Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Placement Options will be issued to sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Joint Lead Managers. The allottees of the Placement Options are the same as the Placement Shares: refer to section 1.3(d) above for details.
- (b) The number of Placement Options proposed to be issued in connection with the Placement is 50,792,262.
- (c) Each Placement Option is exercisable at a price of \$0.1725 at any time from the date of issue of the Placement Options up to their expiry on 31 October 2027 (inclusive), but not thereafter.
- (d) If approved by Shareholders, the Placement Options will be issued to Placement participants on the terms and conditions set out in Schedule 1. The Company will apply for the Placement Options to be quoted on the Australian Securities Exchange.
- (e) Each Placement Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising a Placement Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that Placement Options will be issued on 20 December 2024, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of Placement Options will be nil as they will be issued free attaching to the Placement Shares on the basis of 3 Placement Options for every 4 Placement Shares.

- (h) The purpose of the issue of Placement Options is as a condition of the offer terms of the Placement (the purpose of which is discussed in Section 1.3 above). No funds will be directly raised from the issue of Placement Options. Any funds raised from the exercise of the Placement Options will be used to progress the Company's drug development pipeline and for working capital purposes.
- (i) A voting exclusion statement in relation to Resolution 2 is included in the Notice.

2.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3: Approval of proposed issue of the Lead Manager Options

3.1 Background to Resolution 3

The background to Resolution 3 is set out in Section 1.1 above.

Resolution 3 seeks Shareholder approval for the proposed issue of the Lead Manager Options.

3.2 ASX Listing Rules 7.1, 7.1A and 7.4

See Section 1.2 above for a summary of the operation of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the proposed issue of the Lead Manager Options to the Joint Lead Managers (or nominees) under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 3 is not passed, the proposed issue of the Lead Manager Options will not proceed and the Lead Managers will not receive the Lead Manager Options.

3.3 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 3, the following information is provided in relation to the proposed issue of the Lead Manager Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Lead Manager Options will be issued to the Joint Lead Managers, namely Bell Potter Securities Limited and Taylor Collison Limited, or their nominee(s).
- (b) The number of Lead Manager Options proposed to be issued is 5,250,000 Lead Manager Options.
- (c) Each Lead Manager Option is exercisable at a price of \$0.23 at any time from the date of issue of the Lead Manager Options up to their expiry on the four year anniversary of the issue date (inclusive), but not thereafter.
- (d) If approved by Shareholders, the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2.

- (e) Each Lead Manager Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising a Lead Manager Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that the Lead Manager Options will be issued on 20 December 2024, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of the Lead Manager Options will be nil as the purpose of the proposed issue is as partial consideration for services provided by the Joint Lead Managers in connection with the Capital Raising.
- (j) No funds will be raised from the issue of the Lead Manager Options. Any funds raised from the exercise of the Placement Options will be used to progress the Company's drug development pipeline and for working capital purposes.
- (h) The material terms of the agreement between the Company and the Joint Lead Managers, under which the Lead Manager Options are to be issued, are summarised in Schedule 3.
- (i) A voting exclusion statement in relation to Resolution 3 is included in the Notice

3.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4: Approval of proposed issue of the Sub-Underwriter Options

4.1 Background to Resolution 4

The background to Resolution 4 is set out in Section 1.1 above.

Resolution 4 seeks Shareholder approval for the proposed issue of the Sub-Underwriter Options.

4.2 ASX Listing Rules 7.1, 7.1A and 7.4

See Section 1.2 above for a summary of the operation of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Sub-Underwriter Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the proposed issue of the Sub-Underwriter Options under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Sub-Underwriter Options.

If Resolution 4 is not passed, the proposed issue of the Sub-Underwriter Options may not proceed and the Sub-Underwriters will not receive the Sub-Underwriter Options.

4.3 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 4, the following information is provided in relation to the proposed issue of the Sub-Underwriter Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Sub-Underwriter Options will be issued to the Sub-Underwriters or their nominee(s) in respect of their sub-underwriting commitments relating to the Retail Entitlement Offer. The Sub-Underwriters are professional and sophisticated investors who are clients of the Joint Lead Managers. The Sub-Underwriters are those clients of the Joint Lead Managers who elected to commit to sub-underwriting the Retail Entitlement offer in response to the Joint Lead Managers' invitation. No related party of the Company, member of the Company's key management personnel, adviser to the Company, substantial Shareholder of the Company or any of their respective Associates are Sub-Underwriters.
- (b) The number of Sub-Underwriter Options proposed to be issued in connection with the Sub-Underwriting is 5,433,750 Sub-Underwriter Options.
- (c) Each Sub-Underwriter Option is exercisable at a price of \$0.1725 each at any time from the date of issue of the Sub-Underwriter Options up to their expiry on 31 October 2027 (inclusive), but not thereafter.
- (d) If approved by Shareholders, the Sub-Underwriter Options will be issued on same the terms and conditions as the Attaching Options as set out in Schedule 1.
- (e) Each Sub-Underwriter Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising a Sub-Underwriter Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that the Sub-Underwriter Options will be issued on 20 December 2024, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of the Sub-Underwriter Options will be nil as the purpose of the proposed issue is as consideration for providing sub-underwriting commitments in connection with the Retail Entitlement Offer.
- (h) No funds will be raised from the issue of the Sub-Underwriter Options. Any funds raised from the exercise of the Sub-Underwriter Options will be used to progress the Company's drug development pipeline and for working capital purposes.
- (i) A voting exclusion statement in relation to Resolution 4 is included in the Notice.
- (j) Each Sub-Underwriter is a party to a sub-underwriting agreement with the Joint Lead Managers (Sub-Underwriting Agreement). The Sub-Underwriting Agreements are in market-standard form and incorporate the Master Equity Capital Markets Terms published by the Australian Financial Markets Association. The Sub-Underwriters irrevocably commit to subscribe for the number of sub-underwritten securities specified in the Sub-Underwriting Agreement and provide certain representations, warranties, undertakings and indemnities in favour of the Joint Lead Managers and Amplia. The Sub-Underwriting Agreements will terminate in certain circumstances, including if the Company withdraws a component of the Capital Raise or if the Underwriting Agreement is terminated. A Sub-Underwriter is not otherwise permitted to terminate the Sub-Underwriting Agreement. The Sub-Underwriting Agreements also provide that the Sub-Underwriters are entitled to subscribe for the Sub-Underwriter Options.

4.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

RESOLUTIONS 5 to 8: Proposed Issue of Director Placement Shares and Attaching Options to Directors

5.1 Background to Resolution

All of Amplia's Directors have committed to subscribe for New Shares and Attaching Options pursuant to the Director Placement (conditional on Shareholder approval), as follows:

- (a) Dr Warwick Tong (or his nominee) has committed to subscribe for \$80,000 worth of Director Placement Shares, being 695,652 Shares and 521,739 Attaching Options (Resolution 5);
- (b) Dr Chris Burns (or his nominee) has committed to subscribe for \$40,000 worth of Director Placement Shares, being 347,826 Shares and 260,869 Attaching Options (Resolution 6);
- (c) Dr Robert Peach (or his nominee) has committed to subscribe for \$125,000 worth of Director Placement Shares, being 1,086,957 Shares and 815,218 Attaching Options (Resolution 7); and
- (d) Ms Jane Bell (or her nominee) has committed to subscribe for \$80,000 worth of Director Placement Shares, being 695,652 Shares and 521,739 Attaching Options) (Resolution 8).

The Shares and Attaching Options proposed to be issued to the Directors will be issued on exactly the same terms as Shares and Options are being issued to participants in the Placement.

5.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to certain 'Listing Rule 10.11 parties', including related parties of the entity, without the approval of the holders of its ordinary securities.

The Directors of the Company are related parties of the Company by virtue of Listing Rule 10.11.1 and none of the exceptions in Listing Rule 10.12 are applicable. Therefore, Resolutions 5, 6, 7 and 8 require Shareholder approval under Listing Rule 10.11.

If any of Resolutions 5 to 8 is passed, the Company will be able to proceed with the issue of Director Placement Shares and Attaching Options as proposed by the relevant Resolution.

If any of Resolutions 5 to 8 is not passed, the Company will not be able to proceed with the issue of Director Placement Shares and Attaching Options as proposed by the relevant Resolution.

5.3 Chapter 2E of the Corporations Act 2001

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months of such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Director Placement Shares and Attaching Options to the Directors under Resolutions 5 to 8 constitutes giving a financial benefit as each of the Directors are related parties for the purposes of Chapter 2E of the Corporations Act.

The Directors, other than:

- (c) Dr Warwick Tong, in relation to Resolution 5;
- (d) Dr Chris Burns, in relation to Resolution 6;
- (e) Dr Robert Peach, in relation to Resolution 7; and
- (f) Ms Jane Bell, in relation to Resolution 8;

(given their material personal interests in the relevant Resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares and Attaching Options under Resolutions 5 to 8 because the Director Placement Shares and Attaching Options are being issued on arm's length terms on the basis that they are being issued on exactly the same terms as Shares and Attaching Options are issued to investors under the Placement. Accordingly, the Directors consider that the exception in section 210 of the Corporations Act applies in respect of the Director Placement.

5.4 Information for the purpose of Listing Rule 10.13

For the purposes of Resolutions 5 to 8, the following information is provided under Listing Rule 10.13:

- (a) The Director Placement Shares and Attaching Options will be issued to each of the Directors (or their respective nominees), as set out in section 5.1 above.
- (b) Each of the Directors (or nominees) are related parties of the Company and accordingly are persons to whom Listing Rule 10.11.1 applies.
- (c) The number of Director Placement Shares and Attaching Options to be issued to each Director (or their nominees) is set out in section 5.1 above. If Resolutions 5 to 8 are approved, a total of 2,826,087 Director Placement Shares and 2,119,565 Attaching Options will be issued.
- (d) The Director Placement Shares are fully paid ordinary shares ranking equally with existing Shares (save that the Director Placement Shares are entitled to be issued with the free Attaching Options).
- (e) The Company proposes to issue the Director Placement Shares and Attaching Options on or about 20 December 2024, but in any event no later than 1 month after the date of the Meeting.
- (f) The Offer Price of the Director Placement Shares is \$0.115 per Share. Accordingly, a total of \$325,000 will be raised by the Company as a result of the issue of the Director Placement Shares.
- (k) The Attaching Options are being issued to the Directors on a free attaching basis for nil consideration. Accordingly, no cash proceeds will be raised from the issue of the Attaching Options pursuant to the Director Placement. Any funds raised from the exercise of the Sub-Underwriter Options will be used to progress the Company's drug development pipeline and for working capital purposes.

- (g) The terms of issue of the Attaching Options are set out in Schedule 1.
- (h) The purpose of the Director Placement is to raise funds for the purposes set out in section 1.1 above.
- (i) A voting exclusion statement is included in the Notice.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

The Directors, other than:

- (a) Dr Warwick Tong, in relation to Resolution 5;
- (b) Dr Chris Burns, in relation to Resolution 6;
- (c) Dr Robert Peach, in relation to Resolution 7; and
- (d) Ms Jane Bell, in relation to Resolution 8;

(given their material personal interests in the relevant Resolutions), unanimously recommend that Shareholders vote in favour of Resolutions 5 to 8.

The Chairman intends to vote undirected proxies in favour of Resolutions 5 to 8.

GLOSSARY

10% Placement Facility has the meaning given to that term in Section 1.2.

A\$ or **\$** means the lawful currency of the Commonwealth of Australia and **NZ\$** means the lawful currency of New Zealand.

Amplia or the **Company** means Amplia Therapeutics Limited ACN 165 160 841.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX.

Attaching Options has the meaning given to that term in Section 1.1, the terms of issue of which are set out in Schedule 1.

Bell Potter has the meaning given to that term in Section 1.1.

Board means the Board of Directors of the Company.

Business Day means Monday to Friday inclusive, except any day that ASX declares is not a business day.

Capital Raise has the meaning given to that term in Section 1.1.

Chair means the chair of the Meeting.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director Placement means the conditional placement of Shares to Directors as contemplated by Resolutions 5 to 8 (inclusive).

Director Placement Shares means the Shares to be issued to Directors (subject to Shareholder approval) pursuant to the Director Placement.

EGM or **Meeting** means this extraordinary general meeting of Shareholders, to be held on Thursday 19 December 2024.

Entitlement Offer means accelerated non-renounceable entitlement offer undertaken by Amplia as described in Section 1.1.

Explanatory Statement means the explanatory statement accompanying and forming part of the Notice.

Director means a director of the Company.

Entitlement Offer has the meaning given to that term in Section 1.1.

Entitlement Offer Options has the meaning given to that term in Section 1.1.

Joint Lead Managers has the meaning given to that term in Section 1.1.

Lead Manager Options has the meaning given to that term in Section 1.1, the terms of issue of which are set out in Schedule 2.

Notice or **Notice of Meeting** this notice of meeting (together with Explanatory Statement) that convenes the EGM.

New Share means a new Share issued in connection with the Capital Raise.

Offer Price has the meaning given to that term in Section 1.1.

Options means the Entitlement Offer Options, the Lead Manager Options and/or Placement Options as the context requires.

Placement has the meaning given to that term in Section 1.1.

Placement Options has the meaning given to that term in Section 1.1, the terms of issue of which are set out in Schedule 1.

Placement Shares has the meaning given to that term in Section 1.1.

Prospectus has the meaning given to that term in Section 1.1.

Retail Entitlement Offer has the meaning given to that term in Section 1.1.

Replacement Prospectus means the replacement prospectus lodged with ASIC on 1 November in connection with the Capital Raise.

Resolution means a resolution in the Notice.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the Company.

Share Registry means Computershare Investor Services Pty Limited.

Sub-Underwriter has the meaning given to that term in Section 1.1.

Sub-Underwriter Options has the meaning given to that term in Section 1.1, the terms of issue of which are set out in Schedule 1.

Taylor Collison has the meaning given to that term in Section 1.1.

Underwriting Agreement has the meaning given to that term in Schedule 3.

SCHEDULE 1 – ATTACHING OPTION TERMS

The Entitlement Offer Attaching Options will be issued and the Placement Options and the Director Placement Options and the Sub-Underwriter Options are proposed to be issued on the following terms and conditions:

- (a) Each Option is exercisable at a price of \$0.1725 each at any time from the date of issue of the Options up to their expiry on 31 October 2027 (inclusive) (**Option Exercise Period**), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (c) The Company will apply for the Options to be quoted on the Australian Securities Exchange. The granting of quotation is subject to compliance with ASX Listing Rules.
- (d) The Company must give or cause to be given to each Option holder a holding statement or confirmation notice stating:
 - (i) the number of Options issued to the Option holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The Options are freely transferable, subject to registration of the transfer by the Company.
- (g) For such time as the Company is listed, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders of the Company unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
 - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.

- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder and will also be subject to compliance with ASX Listing Rules.
- (o) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (p) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised and, if one was issued, the Option holder certificate.
- (q) The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (**Business Day**) during the Option Exercise Period.
- (r) An Option holder must only exercise a minimum of 25,000 Options, and thereafter in multiples of 5,000, unless an Option holder exercises all of its Options.
- (s) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (t) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraph (p) and (q). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- (u) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- (v) If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (w) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.

SCHEDULE 2 – LEAD MANAGER OPTION TERMS

The Lead Manager Options (**Options**) are proposed to be issued on the following terms and conditions:

- (a) The Options are exercisable at a price of AU\$0.23 (23 cents) each (**Exercise Price**) and expire on the fourth anniversary of their issue date (**Expiry Date**).
- (b) Each Option entitles the holder to subscribe for, and be issued, one fully paid ordinary share in the Company (**Share**).
- (c) No amount is payable in respect of the issue of the Options.
- (d) No application for official quotation of the Options will be made. The Options will be unlisted options.
- (e) The Options will be registered in the name of the holder in an option register maintained by the Company's share registry pursuant to section 168(1)(b) of the Corporations Act 2001 (Cth). The holder will be provided with a holding statement that sets out:
 - (i) the number of Options held by them;
 - (ii) the Exercise Price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (f) The Options are only transferrable with the Company's consent.
- (g) For such time as the Company is listed on the Australian Securities Exchange, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless it has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
 - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.

- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder and will be subject to compliance with ASX Listing Rules.
- (o) The Company must within a reasonable period give to each Option holder a notice of any change under paragraphs (k) to (m) to the Exercise Price of any Options or the number of Shares for which the holder is entitled to subscribe on exercise of an Option.
- (p) When exercising Options, an Option holder must give the Company or its Share Registry a Notice of Exercise of Options form (in a form approved by the Company), together with payment of the exercise monies payable to the Company in connection with the Options being exercised.
- (q) The Options are exercisable on any Business Day (as that term is defined in the Listing Rules) (**Business Day**) until the Expiry Date. An Option holder may only exercise Options in multiples of 250,000 unless the Option holder exercises all of its Options.
- (r) If an Option holder exercises less than the total number of its Options, the Company must issue the holder a new holding statement for the remaining number of Options held by the Option holder.
- (s) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form and payment in cleared funds is received by the Company in accordance with paragraphs (p) and (q). The Company shall within 10 days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder.
- (t) The Company will apply to ASX for official quotation of Shares issued as a result of the exercise of the Options on the date of issue of the Shares.
- (u) If required by the Listing Rules to do so, the Company will advise holders at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period
- (v) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria.

SCHEDULE 3 – SUMMARY OF MATERIAL TERMS OF UNDERWRITING AGREEMENT

The Joint Lead Managers have agreed to jointly lead manage the Placement and Entitlement Offer and fully underwrite the Retail Entitlement Offer on the terms set out in Letter of Engagement dated 9 October 2024 and the Underwriting Agreement between the Company and the Joint Lead Managers dated 1 November 2024 (the **Underwriting Agreement**).

In consideration for its services to the Company, the Joint Lead Managers will receive a fee of 6.0% of the cash proceeds raised under the Placement and the Entitlement Offer on settlement of each.

In addition, on completion of the Capital Raise and subject to shareholder approval the Company must grant to the Joint Lead Managers (or their nominees) an option fee comprising 5,250,000 Options (being options with the terms set out in Schedule 2).

The obligations of the Joint Lead Managers to underwrite the Retail Entitlement Offer pursuant to the Underwriting Agreement are conditional on the satisfaction or waiver of standard conditions precedent, including:

- (a) delivery of certain deliverables relating to the due diligence process for the Offers; and
- (b) lodgement of various documents with ASX in accordance with the timetable set out in the Prospectus (the **Timetable**); and
- (c) settlement of the Placement and quotation of the Placement Shares in accordance with the Timetable (i.e. by 7 November 2024).

Either of the Joint Lead Managers may, by notice given to the Company and the other Joint Lead Manager, and without cost or liability, immediately terminate the Underwriting Agreement if any one or more of the termination events in Part A below occurs or has occurred at any time before completion of the Capital Raise (or such other time as specified in such event).

Either of the Joint Lead Managers may, by notice given to the Company, and the other Joint Lead Manager, and without cost or liability, immediately terminate the Underwriting Agreement if any one or more of the termination events in Part B below occurs or has occurred at any time before completion of the Capital Raise (or such other time as specified in such event) if the Joint Lead Managers have grounds to believe (acting reasonably) or reasonably believe that:

- (i) the event has, or is likely to have, a material adverse effect on:
 - (A) the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of the Company; or
 - (B) the success or outcome of the Offer; or
 - (C) the ability of the Joint Lead Managers to market, promote or effect settlement of, the Capital Raise; or
 - (D) the market price of Shares on ASX; or
 - (E) a decision of an investor to invest in Shares; or
- (ii) has given or could reasonably be expected to give rise to a contravention by, or a liability of, the Joint Lead Managers under any applicable law or regulation (including the Corporations Act).

Part A. Events not subject to materiality:

- (a) (**Offer Documents**): the Joint Lead Managers form the view (acting reasonably) that a statement contained in the Replacement Prospectus is or becomes misleading or deceptive or likely to mislead or deceive (including by omission) in either case, in any material respect, or a matter required by the Corporations Act is omitted from the Replacement Prospectus or the issue of any other documents in connection with the Capital Raise (Offer Documents) becomes misleading or deceptive or likely to mislead or deceive in a material respect;

- (b) (**section 730 notice**) a person gives a notice to the Company under section 730 of the Corporations Act in relation to the Replacement Prospectus (other than a Joint Lead Manager);
- (c) (**withdrawal of consent**): any person (other than the Joint Lead Managers) whose consent to the issue of the Replacement Prospectus is required and who have previously consented to the issue of the Replacement Prospectus withdraws such consent;
- (d) (**Supplementary Prospectus**) the Company lodges a supplementary prospectus without the consent of the Joint Lead Managers (not to be unreasonably withheld or delayed) or fails to lodge a supplementary prospectus in a form acceptable to the Joint Lead Managers if the Company becomes required to lodge a supplementary prospectus;
- (e) (**material adverse change**) any material adverse change occurs in the assets, liabilities, the shareholder equity, financial position or performance, profits, losses or prospects of the Company, from the position disclosed in the Offer Documents or as most recently disclosed to ASX by the Company before the date of the Underwriting Agreement;
- (f) (**market fall**) the S&P/ASX 300 Index closes at a level that is 10% or more below its level as at the close of trading on the Business Day before the date of the Underwriting Agreement:
 - (i) on the business day immediately prior to settlement of the Placement and Institutional Entitlement Offer; or
 - (ii) on any two consecutive business days after settlement of the Placement and Institutional Entitlement Offer and prior to settlement of the Retail Entitlement Offer or on the business day immediately prior to settlement of the Retail Entitlement Offer;
- (g) (**Board changes**) there is any change to the Board of the Company, or a prospective change is announced with regards to the Board (without the prior written consent of the Joint Lead Managers);
- (h) (**Listing**)
 - (i) the Company ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX other than in connection with the Capital Raise;
 - (ii) ASX makes any official statement to any person, or indicates to the Company or the Joint Lead Managers that official quotation on ASX of the Shares and Attaching Options will not be granted; or
 - (iii) approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the reasonable opinion of the Joint Lead Managers, have a material adverse effect on the success of the Capital Raise), to the official quotation of the Shares and Attaching Options on ASX on or before the dates referred to in the Capital Raise timetable, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- (i) (**notifications**) any of the following notifications are made in relation to the Capital Raise or an Offer Document:
 - (i) ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer Document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company; or

- (ii) an application is made by ASIC for an order under Part 9.5 in relation to the Capital Raise or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act or other applicable laws;
- (j) **(Timetable)** an event specified in the Capital Raise timetable (up to and including the issue of Shares under the Retail Entitlement Offer) is delayed by more than two business days without the prior written consent of the Joint Lead Managers in accordance with the Underwriting Agreement;
- (k) **(withdrawal)** the Company withdraws the Capital Raise or any part of it;
- (l) **(unable to issue)** the Company is prevented from granting the entitlements or issuing Shares and Attaching Options within the time required by the timetable or by or in accordance with ASX Listing Rules, applicable laws, a Government Agency or an order of a court of competent jurisdiction;
- (m) **(ASIC Modifications)** ASIC withdraws, revokes or amends any ASIC modification or relief in connection with the Capital Raise;
- (n) **(ASX Waiver)** ASX withdraws, revokes or amends any ASX waiver in connection with the Capital Raise;
- (o) **(prosecution)** any of the following occur:
 - (i) a director of the Company is charged with an indictable offence;
 - (ii) any government agency commences any public proceedings against the Company or any of the Directors in their capacity as a director of the Company, or announces that it intends to take such action;
 - (iii) any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act; or
 - (iv) proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Capital Raise, which in the Joint Lead Managers' opinion has reasonable prospects of success or are likely to have a material or adverse effect on the Company or the Offer;
- (p) **(fraud)** a director or officer of the Company engages in any fraudulent conduct, whether or not in connection with the Capital Raise;
- (q) **(Insolvency)** the Company is or becomes insolvent or there is an act or omission which is likely to result in the Company becoming insolvent;
- (r) **(charge)** a person charges or encumbers or agrees to charge or encumber, the whole, or a substantial part of the business or property of the Company;
- (s) **(debt facilities)** the Company breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing), any provision, undertaking covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on the Company;
- (t) **(Certificate)** a certificate is not given by the Company in accordance with the Underwriting Agreement;
- (u) **(application)** there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel,

of unacceptable circumstances) or other remedy in connection with the Offer (or any part of it) or any agreement entered into in respect of the Capital Raise (or any part of it) except where such application does not become public and is withdrawn or dismissed within 2 business days after it is commenced or where it is commenced less than 2 business days before the issue of Shares under the Entitlement Offer or completion of the Capital Raise it has not been withdrawn or dismissed by the issue of Shares under the Entitlement Offer or completion of the Capital Raise (as the case may be); or

- (v) **(Takeover)** There is a material change in the major or controlling shareholdings of the Company or any its subsidiaries or a takeover offer (which has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Shares) or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or any its subsidiaries (except as a result of the Capital Raise).

Part B. Events subject to 'materiality':

- (a) **(New circumstance)** a new circumstance arises which would have been required by the Corporation Act to be included in the Offer Documents had the new circumstance arisen before the Offer Documents were given to ASX;
- (b) **(Public Information)** a statement in any public information released by the Company is or becomes misleading or deceptive or likely to mislead or deceive in any material respect;
- (c) **(Clinical trials discontinued)** any of the Company's clinical trials or products being discontinued or placed on clinical hold by the applicable government agency;
- (d) **(Write downs)** the Company announces any write-downs to the carrying value of its current or non-current assets;
- (e) **(De-recognition of tax losses)** the Company announces any de-recognition of carried forward tax losses from prior financial years or the non-recognition of deferred tax assets or tax benefits;
- (f) **(ASIC or ASX correspondence)**: the Company receives correspondence from ASX or ASIC which in the opinion of the Joint Lead Managers would cause or contribute to a material or adverse change in respect of the Company or the Capital Raise;
- (g) **(future matters)** any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Offer Document or public information is or becomes incapable of being met or, in the reasonable opinion of the Joint Lead Managers, unlikely to be met in the projected timeframe;
- (h) **(Due Diligence)** any of the documents required to be provided under the due diligence process undertaken in connection with the Capital Raise having been withdrawn, or varied without the prior written consent of the Joint Lead Managers, or any such documents being false, misleading or deceptive (or likely to be false, misleading or deceptive) or containing an omission;
- (i) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings of any nature are after the date of the Underwriting Agreement commenced against the Company or against any Director of the Company in their capacity as such, other than any claims foreshadowed in the Replacement Prospectus (or any vexatious or frivolous claims);
- (j) **(Contravention of constitution or applicable law)** a contravention by the Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other material applicable legislation or any policy or requirement of ASIC or ASX;

- (k) **(Information)** the report of the due diligence committee or the information provided by or on behalf of the Company to the Joint Lead Managers in relation to the due diligence program, the Offer Documents or the Capital Raise, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (l) **(Representations and warranties)** an obligation, undertaking, representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- (m) **(Regulatory action)** any regulatory body commences any enquiry or public action against the Company or any person is appointed under any legislation in respect of the Company to investigate the affairs of the Company;
- (n) **(changes to the Company)** the Company:
 - (i) varies any term of the Constitution;
 - (ii) alters the issued capital or capital structure of the Company other than in connection with the Capital Raise, or as contemplated by the Offer Documents; or
 - (iii) disposes, attempts or agrees to dispose of a substantial part of the business or property of the Company,
 without the prior written consent of the Joint Lead Managers;
- (o) **(Offer to comply)** the Company, any Offer Document or any aspect of the Capital Raise, does not or fails to comply with the Constitution, the Corporations Act, the ASX Listing Rules, any ASX Waivers, any ASIC Modifications or any other applicable law or regulation;
- (p) **(default)** a default by the Company in the performance of any of its obligations under the Underwriting Agreement occurs;
- (q) **(force majeure)** there is an event or occurrence after the date of the Underwriting Agreement, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal or commercially impractical for the Joint Lead Managers to satisfy any obligation under the Underwriting Agreement, or to market, promote or settle the Underwriting Agreement, or delays the Joint Lead Managers from doing any of the foregoing;
- (r) **(information)** the due diligence committee report or sign-offs, or the information provided by or on behalf of the Company to the Joint Lead Managers in relation to the due diligence process, the Offer Documents or the Capital Raise, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (s) **(Material contracts)**: any contract, deed or other agreement to which the Company is a party and which is material to the making of an informed investment decision in relation to the Capital Raise is terminated, rescinded, altered or amended without the prior written consent of the Joint Lead Managers or is found to be void or voidable;
- (t) **(disruption in financial markets)** either:
 - (i) a general moratorium on commercial banking activities in Australia, the United States of America, Canada, the United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries, in each case for more than 1 trading day; or

- (ii) trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited for more than 1 trading day;
- (u) **(change in laws)** any of the following occurs which does or is likely to prohibit, materially restrict or regulate the Offer or materially reduce the likely level of Valid Applications or materially affects the financial position of the Company or has a material adverse effect on the success of the offer:
 - (i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or
 - (ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory or the Reserve Bank of Australia; or
 - (iii) the adoption by ASX or their respective delegates of any regulations or policy;
- (v) **(hostilities)** Major hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Russia, Ukraine, Israel, Palestine, Iran, Australia, New Zealand, the United States, the United Kingdom, China, Hong Kong, France, Germany, Italy, Spain or South Korea or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;
- (w) **(Pandemic)** a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of Australia, New Zealand, the United States, Canada, Japan, the United Kingdom, China, Hong Kong, Singapore, France, Germany, Italy, Spain or South Korea;
- (x) **(political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Hong Kong, Singapore, the United States of America, the United Kingdom or China or any change or development involving a prospective adverse change in any of those conditions or markets;
- (y) **(Prescribed Occurrence)** A Prescribed Occurrence in respect of the Company occurs during the offer period, other than:
 - (i) as contemplated by the Underwriting Agreement;
 - (ii) the Company issuing securities pursuant to:
 - (A) the exercise or conversion of any security on issue as at the date of the Underwriting Agreement;
 - (B) any employee incentive scheme in operation as at the date of the Underwriting Agreement; or
 - (C) any distribution reinvestment plan;
 - (iii) as permitted in writing by the Joint Lead Managers; or
 - (iv) as announced by the Company prior to the date of the Underwriting Agreement.

References in the description above to the 'Company' includes the Company and each of its subsidiaries (where the context requires).

The Company and the Joint Lead Managers have also given certain representations, warranties and undertakings to each other than the Company has agreed to indemnify each Joint Lead Manager and its associated persons for any loss or damage suffered, and release each Joint Lead Manager and its associated persons from any claims, in each case subject to standard exclusions.

The Underwriting Agreement is governed by the laws of Victoria.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Tuesday, 17 December 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184601

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Amplia Therapeutics Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Amplia Therapeutics Limited to be held at Becketts Lawyers, Level 34, 120 Collins Street, Melbourne VIC 3000 on Thursday, 19 December 2024 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Ratification of prior issue of Placement Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval of proposed issue of Attaching Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of proposed issue of the Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of proposed issue of the Sub-Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Warwick Tong, Non-Executive Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Christopher Burns, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval of proposed issue of Director Placement Shares and Attaching Options to Dr Robert Peach, Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval of proposed issue of Director Placement Shares and Attaching Options to Ms Jane Bell, Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically